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CONTACT: ROSEANN WHITNEY OR DALE A. DETTIMER
PHONE: (407) 723-5646
(407) 768-1147

FAX #:

NAME: HARBOR CITY PROFESSIONAL CENTER, INC.

AUDIT NUMBER.....H98000008790

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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PAGES.....

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HARBOR CITY PROFESSIONAL CENTER, INC.**

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to the formation of a corporation under the laws of the State of Florida.

**ARTICLE I
Name**

The name of this Corporation is Harbor City Professional Center, Inc.

**ARTICLE II
Term of Existence.**

This Corporation shall commence upon the filing of these Articles and shall exist perpetually.

**ARTICLE III
Purpose**

To engage in any activity or business lawful under the laws of the State of Florida or the United States of America.

**ARTICLE IV
Capital Stock**

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value voting common stock and Twenty Thousand (20,000) shares of non-voting common stock having One Dollar (\$1.00) par value.

THIS INSTRUMENT PREPARED BY:
DALE A. DETTIMER, ESQ.
780 S. Apollo Boulevard
Melbourne, Florida 32901
(407) 723-5646
Bar No. 172988

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This Corporation is not authorized to issue shares in series.

ARTICLE V
Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE VI
Initial Registered Office, Agent and Corporation

The initial street address in Florida of the initial registered office of this Corporation is 304 S. Harbor City Boulevard, Suite 201, Melbourne, FL 32901 and the name of the initial registered agent of this Corporation at that address is Dale A. Dettmer . The initial address of the Corporation is 304 S. Harbor City Boulevard, Suite 201, Melbourne, FL 32901.

ARTICLE VII
Board of Directors

The initial Board of Directors shall consist of two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified is as follows:

Richard L. Wagner
1451 Anglers Drive
Palm Bay, FL 32905

David T. McWilliams
1790 Highway A1A, #209
Satellite Beach, FL 32937

ARTICLE VIII
Cumulative Voting

The shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares to distribute them among as many candidates as he may wish. Notice must be given to the President of this Corporation not less than twenty-four (24) hours prior to the time set for the holding of the shareholders' meeting for the election of directors that said shareholder intends to accumulate his vote at the election.

ARTICLE IX
Incorporator

The name and address of the initial incorporator is as follows: Dale A. Dettmer, 304 S. Harbor City Boulevard, Suite 201, Melbourne, FL 32901.

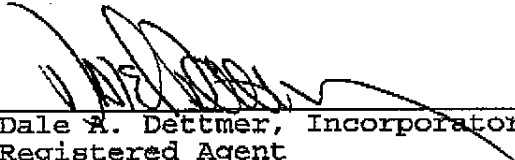
ARTICLE X
Amendment to Articles

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with not less than a majority vote of the common stock.

ARTICLE XI
Acceptance by Registered Agent

The Registered Agent is familiar with and accepts the duties and responsibilities as registered agent for said corporation.


IN WITNESS WHEREOF, the undersigned has made and
subscribed to these Articles of Incorporation in Melbourne, Brevard
County, Florida, this ____ day of May, 1998.

 (Seal)
Dale A. Dettmer, Incorporator &
Registered Agent

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day before me, an officer
duly qualified to take acknowledgments, personally appeared Dale A.
Dettmer, and personally known by me to be the person described in
and who executed the foregoing instrument and acknowledged before me
that he executed the same.

WITNESS my hand and official seal in the County and State
last aforesaid, this 8 day of May, 1998.


Notary Public

My Commission Expires:



Susan E. Gractas
MY COMMISSION # 00590138 EXPIRES
October 15, 2000
BONDED THROUGH FAIN INSURANCE, INC.

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TALLAHASSEE, FLORIDA